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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

Quarterly Report Under Section 13 or 15(d)
of the Securities Exchange Act of 1934

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For Quarter Ended: March 31, 1992 Commission File No: 0-17089

BOSTON PRIVATE BANCORP, INC.

(Exact Name of Registrant as Specified in Its Charter)

COMMONWEALTH OF MASSACHUSETTS	04-2976299
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification Number)
ONE WINTHROP SQUARE, BOSTON, MA	02110
(Address of Principal Executive Offices)	(Zip Code)
Registrant's Telephone Number, Including Area Code:	(617) 556-1900

Former Name, Former Address and Former Fiscal Year,
if Changed Since Last Report: NONE

Indicate by Check Mark Whether the Registrant (1) Has Filed All Reports Required to be Filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 During the Preceding 12 Months (or for Such Shorter Period that the Registrant was Required to File Such Reports), and (2) Has Been Subject to Such Filing Requirements for the Past 90 Days.

YES (X) NO____

Indicate the Number of Shares Outstanding of Each of the Issuer's Classes of Common Stock as of the Latest Practicable Date.

CLASS	OUTSTANDING AT MARCH 31, 1992
Common Stock, Par Value $1.00	871,679 Shares

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BOSTON PRIVATE BANCORP, INC. AND SUBSIDIARY

FORM 10-Q

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Boston Private Bancorp, Inc. and Subsidiary
Consolidated Balance Sheets
March 31, 1992 and December 31, 1991

	March 31, 1992	December 31, 1991
ASSETS		
Cash and due from banks	$ 1,672,609	$ 1,979,745
Federal funds sold	4,647,865	5,688,935
Investment securities	5,652,495	6,663,879
Mortgage-backed securities	3,092,342	3,302,134
Loans:		
Commercial	33,815,838	34,372,122
Mortgage	25,712,043	24,856,844
Home equity and other	5,730,362	5,656,487
	65,258,243	64,885,453
Less allowance for possible loan losses	2,235,172	2,202,690
Net loans	63,023,071	62,682,763
Other real estate owned	1,834,879	1,221,899
Banking premises and equipment	359,565	392,867
Deferred organization costs	25,105	38,410
Goodwill	375,254	384,557
Accrued interest receivable	536,383	589,066
Other assets	125,212	84,712
Total assets	$ 81,344,780	$ 83,028,967
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Deposit	71,466,239	73,239,208
Repurchase agreements	3,342,231	2,997,341
Accrued interest payable	186,080	228,701
Other liabilities	171,090	228,045
Total liabilities	75,165,640	76,693,295
Stockholders' equity:		
Common stock, $1.00 par value per share; shares authorized - 4,000,000; shares issued - 871,679 in 1992 542,632 in 1991 and 1990	871,679	871,679
Additional paid-in capital	9,025,312	9,025,312
Accumulated deficit	(3,717,851)	(3,561,319)
Total stockholders' equity	6,179,140	6,335,672
Total liabilities and stockholders' equity	$ 81, 44,780	$ 83,028,967

Boston Private Bancorp, Inc. and Subsidiary
Consolidated Statements of Income
Three months ended March 31, 1992 and 1991

	March 31, 1992	March 31, 1991
Interest income:		
Loans:		
Commercial	$ 653,315	$ 947,837
Mortgage	537,728	797,516
Home equity and other	108,336	141,045
Investment securities	115,266	227,745
Mortgage-backed securities	64,572	106,078
Interest-bearing deposits and other short-term investments	40,143	159,036
Total interest income	1,519,360	2,279,257
Interest expense:		
Savings	90,956	103,942
NOW	48,922	63,056
Money market	167,533	242,675
Repurchase agreements	27,059	13,840
Certificates of deposit	425,283	1,138,121
Total interest expense	759,753	1,561,634
Net interest income	759,607	717,623
Provision for possible loan losses	333,100	180,850
Net interest income after provision for possible loan losses	426,507	536,773
Non-interest income:		
Deposit account service charges	25,932	16,489
Trust and investment management	76,873	70,908
Gain on sale of loans	- -	50,818
Other	21,075	15,694
Total non-interest income	123,880	153,909
Non-interest expense:		
Salaries and employee benefits	306,282	330,785
Occupancy	52,085	71,656
Equipment	33,706	29,834
Foreclosure expense	36,081	54,798
Legal expense	58,764	62,881
FDIC insurance premiums	41,866	48,142
Other	178,135	149,927
Total non-interest expense	706,919	748,023
Income (loss) before income taxes	(156,532)	(57,341)
Income tax expense	- -	- -
Net income (loss)	$ (156,532)	$ (57,341)
Earnings (loss) per share	$ (0.18)	$ (0.11)

Boston Private Bancorp, Inc. and Subsidiary
Consolidated Statements of Cash Flows
Three months ended March 31, 1992 and 1991

	March 31, 1992	March 31, 1991
Cash flows from operating activities:		
Net income	$ (156,532)	$ (57,341)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	75,722	67,638
Gain on sale of loans	- -	50,818
Provision for possible loan losses	333,100	180,850
Write down of real estate owned	8,896	41,079
(Increase) decrease in:		
Accrued interest receivable	52,683	123,223
Other assets	(40,500)	32,717
Increase (decrease) in:		
Accrued interest payable	(42,621)	(162,824)
Other liabilities	(56,955)	(21,611)
Total adjustments	330,325	311,890
Net cash provided by operating activities	173,793	254,549
Cash flows from investing activities:		
Net (increase) decrease in interest-bearing deposits in banks and fed funds sold	1,041,070	8,325,438
Investment securities Maturities	1,000,000	- -
Principal payments on mortgage-backed securities	207,204	171,367
Net (increase) decrease in loans	(1,595,808)	2,840,428
Sale of other real estate owned	300,524	- -
Capital expenditures	(5,840)	(368)
Net cash provided by investing activities	947,150	11,336,865
Cash flows from financing activities:		
Net decrease in deposits:	(1,772,969)	(7,411,760)
Net increase (decrease) in repurchase agreements	344,890	(3,107,258)
Net cash used in financing activities	(1,428,079)	(10,519,018)
Net increase (decrease) in cash	(307,136)	1,072,396
Cash at beginning of year	1,979,745	1,789,665
Cash at end of quarter	$ 1,672,609	$ 2,862,061
Cash paid during the quarter for interest	$ 802,374	$ 1,724,458
Cash paid during the quarter for taxes	$ -0-	$ -0-
Non-cash transactions:		
Foreclosures and in-substance foreclosures	$ 922,400	$ -0-

BOSTON PRIVATE BANCORP, INC. AND SUBSIDIARY

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

PART I. Financial Information

ITEM 2. Management's Discussion

BOSTON PRIVATE BANCORP, INC., (the Company) is a one-bank holding company which holds all of the issued and outstanding shares of capital stock of BOSTON PRIVATE BANK & TRUST COMPANY (the Bank), a Massachusetts chartered trust company. Of the 4,000,000 shares authorized, par value $1.00, 871,679 shares of BOSTON PRIVATE BANCORP, INC. are presently issued and outstanding.

The unaudited interim consolidated financial statements of BOSTON PRIVATE BANCORP, INC. (the Company) and its subsidiary BOSTON PRIVATE BANK & TRUST COMPANY (the Bank) have been prepared in accordance with generally accepted accounting principles and include all necessary adjustments which in the opinion of management are required for a fair presentation of the results and financial condition of the Company.

It is recommended that these interim financial statements be read in conjunction with the December 31, 1991 consolidated financial statements and accompanying notes included in the Annual Report to Shareholders.

Under the Stock Option Plan of the Company, 100,000 shares of BOSTON PRIVATE BANCORP, INC. common stock have been approved for issuance to its officers and employees as a performance incentive. As of March 31, 1992, 82,500 options have been granted of which 16,600 shares have been cancelled due to employees that have left the Bank and 4,000 shares have been exercised, leaving 34,100 options available to be granted.

As a result of a regulatory examination during 1990, the Company signed a written memorandum of understanding with the Regional Director of the Federal Deposit Insurance Corporation ("FDIC") and the Commissioner of Banking of the Commonwealth of Massachusetts ("Commissioner"), which defines an informal program of action agreed upon between the Bank and the regulatory agencies. The memorandum provides for, among other things, maintaining an agreed upon "Tier I Leverage Capital ratio" of 5.5%, reviews of certain policies and procedures, and other administrative and reporting matters. The Bank had a Tier I Leverage Capital ratio of 7.10% at March 31, 1992.

The following is management's discussion and analysis of the financial operations of the Company for the quarter ended March 31, 1992.

FINANCIAL OPERATIONS

SUMMARY OF FINANCIAL RESULTS

BALANCE SHEET

Total assets as of March 31, 1992 were $81,344,780 compared to $83,028,967 at December 31, 1991. For the same dates: total deposits were $71,466,239 compared to $73,239,208; total loans after allowance for possible loan losses were $63,023,071 compared to $62,682,763; commercial loans were $33,815,838 compared to $34,372,122; mortgage loans were $25,712,043 compared to $24,856,844; and, home equity and other were $5,730,362 compared to $5,656,487. Management continues to focus on maintaining strong leverage capital ratios and increasing transaction accounts and retail certificates of deposit as a percentage of total deposits. In light of this, the levels of deposits, loans and total assets should remain fairly static over the next several months.

As of March 31, 1992, the Company had non-accrual loans and other real estate owned (OREO) of $3,800,074 of which $1,965,195 were loans on non-accrual and $1,834,879 were OREO. This represents 4.67% of total assets of $81.3 million. Non-accrual loans were 3.0% of total loans of $65.3 million. This compares with $4,547,237 in non-accrual loans and OREO, of which $3,325,338 were loans on non-accrual and $1,221,899 were in OREO as of December 31, 1991. At December 31, 1991 non-performing assets were 5.48% of total assets and non-performing loans were 5.1% of total loans. During the quarter, the Company successfully completed the disposal of some problem assets. This included the sale of two OREO properties, the receipt of some partial payments on a number of non-accrual loans and the conversion of some non-performing credits back to a performing status. In addition, there were no new loans that became non-performing during the quarter. At March 31, 1992, there were $1,731,036 in loans that were over 90 days delinquent and still accruing. These loans remain on an accrual status because the value of the collateral securing the loans is sufficient to cover principal and accrued interest and because these loans are either in the process of collection or are in the process of negotiation of terms and conditions to obtain additional collateral. At December 31, 1991, there were no loans over 90 days and still accruing.

During the first quarter of 1992, the Company increased its allowance for possible loan l[illegible]ses by $32,482, bringing the total to $2,235,172, compared to $2,202,690 at December 31, 1991. This increase in the allowance was comprised of a provision for loan loss of $333,100, charge offs of $304,368 and recoveries of $3,750. The Company's allowance for possible loan losses, expressed as a percentage of total loans, stands at 3.43% as of March 31, 1992 compared with 3.39% at December 31, 1991. The Company's allowance for possible loan losses is 113.7% of non-accrual loans at March 31, 1992 compared to 66.2% of non-accrual loans at December 31, 1991.

The composition of the Company's balance sheet remained relatively static during the first three months of 1992 Commercial loans decreased $556,284, mortgage loans increased $855,199, and home equity loans increased $73,875 for a net increase in loans of $372,790 during the first three months of 1992. Cash and liquid securities decreased from $17,634,693 at December 31, 1991 to $15,065,311 at March 31, 1992. The Company continues to seek additional sources of lower cost transaction and retail certificate of deposit accounts to replace some of its higher cost jumbo certificates of deposit.

Total deposits decreased $1,772,969 from $73,239,208 at December 31, 1991 to $71,466,239 at March 31, 1992. The current rate environment has, to some degree, accelerated the disintermediation within the whole banking industry. During the period, a modest outflow of deposits occurred because at the current rates some clients chose to transfer the funds from maturing certificates of deposit into other types of non-bank investment vehicles.

Liquidity is defined as the ability to meet current and future financial obligations. The Company further defines liquidity as the ability to respond to the needs of its depositors and borrowers and to earnings enhancement opportunities. Accordingly, cash and liquid securities as of March 31, 1992 were $15,065,311 or 18.5% of assets compared to $17,634,693 or 21.2% of assets at December 31, 1991. The Bank's membership in the Federal Home Loan Bank of Boston gives it access to both long and short term borrowings which can assist in match funding its assets and provide a significant secondary source of liquidity. The Bank currently has no outstandings under this line. Management believes that the Company's liquidity is adequate.

Total stockholders' equity of the Company decreased from $6,335,672 at December 31, 1991 to $6,179,140 at March 31, 1992 as a result of the Company's net loss for the quarter.

In April 1991, the Bank signed a memorandum of understanding (MOU) with the FDIC and the Massachusetts Commissioner of Banks. This MOU defines an informal program of action agreed to between the Bank and the regulatory authorities. The MOU also commits the Company to operating the Bank with a minimum Tier I leverage capital ratio of 5.5%. At March 31, 1992 the Bank's Tier I leverage capital ratio was 7.10%. This compares to a Tier I leverage capital ratio of 7.12% at December 31, 1991.

The Bank is also subject to a risk-based capital measure. The risk-based capital guidelines include both a definition of capital and a framework for calculating risk-weighted assets by assigning assets and off-balance sheet items to broad risk categories. According to these standards, the Bank had a Tier I risk adjusted capital ratio of 10.75% and a Total risk adjusted capital ratio of 12.29% at March 31, 1992. This compares to a Tier I risk adjusted capital ratio of 10.94% and a Total risk adjusted capital ratio of 12.47% at December 31, 1991. The minimum risk adjusted capital ratios required at the end of 1992 are 4.0% for Tier I and 8.0% for Total.

STATEMENTS OF INCOME, THREE MONTHS ENDED MARCH 31, 1992 and 1991

NET INCOME

The Company recorded a loss of $156,532 or $.18 per share for the three months ended March 31, 1992 compared to a loss of $57,341 or $.11 per share for the same period in 1991. The increase in net interest income of $41,984 and the decrease in non-interest expense of $41,104 were more than offset by an increase in the provision for possible loan losses of $152,250. In addition, in the first three months of 1991 the Company received the benefit of a $50,818 gain on the sale of $4.3 million of its residential mortgage loans. The company did not receive the benefit of any such one-time items during the first three months of 1992.

NET INTEREST INCOME

Net interest income, the difference between interest earned on loans and investments and interest paid on deposits and other sources of funds, is the principal component of the Company's earnings.

For the first three months of 1992 net interest income was $759,607 an increase of $41,984 over the same period in 1991. This 5.9% increase was attributable primarily to a positive trend in the Company's net interest margin. The Company's net interest margin in the first quarter of 1992 was 3.87% compared to 3.11% for the first quarter of 1991. The Company's continued shift away from high cost, large denomination certificates of deposit towards lower cost transaction accounts and retail certificates of deposit has resulted in a steady improvement in the Company's net interest margin. This more favorable net interest margin has more than compensated for the lower volumes of loans and deposits. The Company's net interest margin may come under pressure later this year when the bulk of the Company's adjustable rate mortgage portfolio reprices downward. A lowering of the Bank's prime lending rate without a corresponding decrease in interest rates on deposit accounts would have an adverse affect on this trend as well.

INTEREST INCOME

LOANS

Income on mortgage loans was $537,728 in the first three months of 1992 versus $797,516 in the same period in 1991; home equity and other loans was $108,336 versus $141,045; and commercial loans was $653,315 versus $947,837 for the same period, respectively. All of the decreases were primarily attributable to lower average balances and to a lesser extent, a declining rate environment.

INVESTMENTS

Interest on investments decreased from $392,859 in the first three months of 1991 to $219,981 in the same period in 1992. Lower average balances in the Company's investment securities portfolio were the primary reason for the change.

INTEREST EXPENSE

INTEREST ON DEPOSITS

Interest paid on deposits and repurchase agreements decreased from $1,561,634 in the first three months of 1991 to $759,753 for the same period in 1992. The decrease of $801,881 reflects a decrease of more than $15 million in deposit balances from March 31, 1991 to March 31, 1992. The Bank experienced a decrease of $17.6 million in certificates of deposit in excess of $100,000 between March 31, 1991 and March 31, 1992. This decrease in large denomination certificates of deposit was partially offset by increases in transaction accounts. This favorable change in the Company's deposit mix has lowered its cost of funds and reduced that part of its funding base which is generally considered to be potentially more volatile.

PROVISION FOR POSSIBLE LOAN LOSSES

Management evaluates lending risks, existing and expected economic conditions, loan concentrations and the internal risk ratings of its loan portfolio in order to establish a reasonable allowance for possible loan losses. The provision taken for possible loan losses increased from $180,850 for the first three months of 1991 to $333,100 for the first three months of 1992. This decision to maintain a provision for possible loan losses at such a high level reflects managements belief that the economy in Eastern Massachusetts remains weak and that some of the Bank's borrowing clients will remain susceptible to the uncertain economic conditions for the foreseeable future.

NON-INTEREST INCOME

Fees, charges, investment management income and other income were $123,880 for the three month period ending March 31, 1992 and $103,091 for the same period in 1991. Trust and investment income for the first quarter 1992 was $76,873, 8.4% above the $70,908 for the same period in 1991. Trust assets as of March 31, 1992, were approximately $44.6 million which is 5.1% lower than the level at March 31, 1991. During the quarter, Peter Schaedel, the Company's Chief Investment Officer, resigned and several clients transferred their portfolios from the Company to his new investment management company. The Company has hired an interim replacement, Charles H. Sherrill, and is currently in the process of recruiting a permanent replacement. Management intends to devote significant resources to promote further growth in this area over the next several years.

NON-INTEREST EXPENSES

Total non-interest expenses for the first three months of 1992 decreased $41,104 to $706,919 compared to $748,023 for the same period in 1991. Decreases in salaries and benefits of $24,503, occupancy expense of $19,571 and foreclosure expense of $18,717 were partially offset by an increase in other expense of $28,209. The benefit from these reductions in non-interest expense were the result of the postponement of hiring in a couple of departments, the Company's decision to exercise the option to renew its lease at One Winthrop Square for another five years at favorable terms, and the disposal of some of the Company's problem assets. The increase in the area of the other expense was attributable to an increase in general operating and administrative expenses.

INCOME TAX

No income tax benefit was recorded in connection with the Company's loss for the first quarter of 1992. This reflects the Company's tax loss carryforward status.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS - None.

ITEM 2. CHANGE IN SECURITIES - None.

ITEM 3. DEFAULT UPON SENIOR SECURITIES - None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF THE SECURITY HOLDERS - None.

ITEM 5. OTHER INFORMATION - None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K - None.

BOSTON PRIVATE BANCORP, INC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Boston Private Bancorp, Inc.
(Registrant)

May 14, 1992

May 14, 1992
(Date)

Robert H. Bradley
President and Chief
Executive Officer

May 14, 1992
(Date)

L. Mark Panella
Chief Financial Officer